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September 2, 2003

APPLICATION

Honorable James H. Welsh
Commissioner of Conservation
P. O. Box 94275
Baton Rouge, LA 70804

Re: R-S Zone, Reservoir A
R Sand, Reservoir D
S Sand, Reservoir D
S-3 Sand, Reservoir F
Bastian Bay Field
Plaquemines Parish, Louisiana

Dear Commissioner Welsh:

Application is hereby made on behalf of **CLAYTON WILLIAMS ENERGY, INC.**, for the calling of a public hearing, after legal notice, to consider evidence relative to the issuance of orders pertaining to the following matters relating to the **R-S Zone, Reservoir A**; the **R Sand, Reservoir D**; the **S Sand, Reservoir D**; and the **S-3 Sand, Reservoir F**, in the Bastian Bay Field, Plaquemines Parish, Louisiana, to-wit:

1. To dissolve the existing R RD SUA, S RD SUA and S-3 RF SUA, created by Office of Conservation Order Nos. 339-A-6, 339-D-9, and 339-DD-9, and simultaneously therewith, to create a revised drilling and production unit for the exploration for and production of gas and condensate from the R-S Zone, Reservoir A, such revised unit being designated R-S RA SUA, and being depicted on the attached plat;

OF COUNSEL
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2. To force pool and integrate all separately owned tracts, mineral leases and other property interests within the proposed revised unit with each separate tract sharing in unit production on a surface acreage basis of participation;
3. To designate Clayton Williams Energy, Inc. as unit operator for the proposed revised unit;
4. To designate the Clayton Williams Energy, Inc. - S.L. 3279 No. 1 Well as the unit well for the proposed revised unit;
5. To provide that wells drilled to the R-S Zone within the proposed revised unit will be exempt from the spacing provisions of Statewide Order 29-E;
6. To consider such other matters as may be appropriate and justified by the evidence presented at the hearing.

The R-S Zone, Reservoir A, in the Bastian Bay Field is hereby defined as that gas and condensate bearing zone located between the depths of 12,018 feet and 12,732 feet, electric log measurements (11,711 feet and 12,242 feet, true vertical depth), in the Clayton Williams Energy, Inc. - S.L. 3279 No. 1 Well located in Section 45, Township 20 South, Range 29 East, Plaquemines Parish, Louisiana.

The R Sand, Reservoir D; the S Sand, Reservoir D; and the S-3 Sand, Reservoir F, were previously defined in Office of Conservation Order Nos. 339-A-6, 339-D-9 and 339-DD-9, each effective December 18, 2002.

The pre-application conference tentatively scheduled for Monday, September 8, 2003, **WILL NOT BE HELD**, as it was not requested within the delays provided for by the Rules of Procedure; therefor, no opposition to this Application at the hearing is anticipated.

Pertinent data relating to the proposed application can be obtained, AT THE COST OF THE REQUESTING PARTY, by contacting **William S. McAlister, Jr., at Leon E. Comeaux & Associates, 305 La Rue France, Lafayette, Louisiana (337)233-9839.**

There is attached hereto and made a part hereof a plat outlining the proposed unit and a list of the names and addresses of the interested parties to whom this unitization proposal is being sent. Pursuant to the Revised Rules of Procedure, such list of parties is being furnished ONLY to the Commissioner of Conservation. However, the list of parties

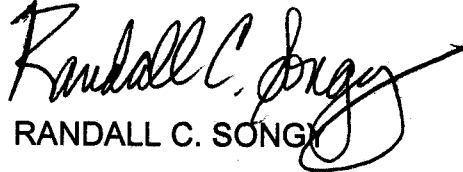
September 2, 2003

Page 3

will be provided to any party requesting a copy of it. A reasonable effort was made to ascertain the names and addresses of all Interested Owners, Represented Parties and Interested Parties.

Finally, there is enclosed a check in the amount of \$3,020.00, made payable to the Louisiana Office of Conservation, in payment of the required hearing application fee.

Very truly yours,


RANDALL C. SONG

RCS/elg/bad

Enclosures

cc: Mr. Richard Hudson, District Manager
Office of Conservation

cc: All Interested Owners, Interested Parties and
Represented Parties

Callif. Co.
Haeuser
12492'

8000'

R 29 E

40

T 20 S

11463'

Columbia Gas
11079' MD
9569' VD

Amoco
SL 3279

9921' MD
9710' VD

R-S RA SUA
S.L. 3279 NO. 1
± 316 ACRES

L.L. & E.
Amoco
S.L. 3279

1200' MD
1047' MD
10025' VD

La. Land & Expl. Co.
11470' MD
10810' VD

La. Land & Expl. Co.

11031' MD
10067' VD

Clayton Williams
S.L. 3279

Geographic

Phillips
E-1
12474'

La. Land & Expl. Co.
14866' MD
13429' VD

45

10135' MD
10000' VD

McMoran
S.L. 3279

11039' MD
10042' VD

44

Texaco
13500'

Pan Am
12592'

Phillips
McMoran
B-1
10458' MD
10250' VD
11625'

EXHIBIT NO. DOCKET NO.

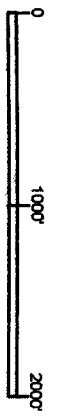
CWI

CLAYTON WILLIAMS ENERGY, INC.

BASTIAN BAY FIELD
PLAQUEMINES PARISH, LOUISIANA

PROPOSED UNIT
R-S ZONE

Geology by: William S. McAlister, Jr.



DATE:

LEON E. COMEAUX & ASSOC. GEOLOGISTS